

Nielsen Company
Nielsen Plaza
Northbrook, IL 60062

NIELSEN STATION INDEX SERVICE AGREEMENT

Metered Market Service

Methodology B

Form 8608HNNH

Proposal Date March 5, 1990

R & R Media Corp. (hereinafter called the "Client"), on behalf of television station WTWS located in or near the city of New London, Ct. hereby requests a license to use the analyses prepared pursuant to Nielsen Station Index ("NSI") Metered Market (M/M) Service for Hartford-New Haven (hereinafter called the "Client's Market"), provided by A.C. Nielsen Company (hereinafter called "Nielsen"), all in accordance with the terms and conditions of this Agreement.

A. SCOPE OF SERVICE.

As set forth in the attached Appendix "C" NSI Reference Supplement.

Attachment E

Exhibit No. 4

Portions of Program Supplier Agreements
(Redacted)

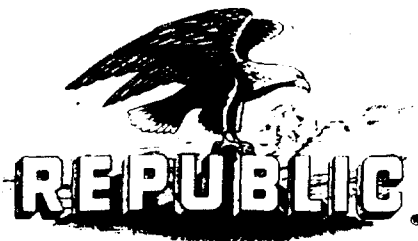
PO/Contract # AF-111/30069
Dated 17 JAN 1991

ORION
TELEVISION ENTERTAINMENT
a division of
ORION PICTURES CORPORATION
"SCHEDULE"
Television License Agreement (Series)

is Agreement referred to as the "Schedule" in the attached Terms and
nditions is made by, and between ORION TELEVISION ENTERTAINMENT
ereinafter called "Distributor") and R & R MEDIA CORPORATION, 216
JAD STREET, NEW LONDON, CONNECTICUT 06320.

GRANT AND DESCRIPTION

LICENSED STATION AND AREA: The TV station over whose facilities each
mode is to be exhibited is station WTWS-TV located in the following
market area: HARTFORD-NEW HAVEN (NEW LONDON), CONNECTICUT.



September 11, 1990

Mr. Tom Zappla
Program Director
WTWS-TV
R & R Media Corp.
216 Broad Street
New London, CT 06320

Dear Mr. Zappla,

I am pleased to enclose for your files a fully executed copy of
Television Exhibition Barter Agreement No. covering the
licensing of to WTWS-TV in the Hartford,
Connecticut market.

Thank you for this opportunity to be of service to you.

Sincerely,

Gail Furey
Contracts Administrator

GF/rm
M03229EX.LTR

encls.

#1
SW

WTWS(Ind.)
KIELY/rlv /BT
C#TB3076

I. Program Package: _____

II. Number of Programs Licensed Hereunder: _____

III. Length of Each Program: _____

IV. Number of Runs Per Program: _____

V. Station: WTWS

VI. City/Market: Hartford, CT

VII. Method of Delivery: Satellite

VIII. Broadcast Window(s): _____

IX. Term of Contract: _____

ZOOBNEE ZOO™

SALES ORDER

TIME PERIODS:

PHONE NUMBER

203-444-2626

MEDIACAST TELEVISION ENTERTAINMENT LTD.
2350 E. Devon
Des Plaines, Illinois 60018
312-298-1300

Please sign both copies and
return one to us.

TELEVISION PROPERTIES LEASE

This lease, made this 12TH day of July, 1989 by and between Mediacast Television Entertainment, Ltd. hereinafter referred to as the Licensor, and, R & R Media Corp.

216 Broad St. New London, CT 06320
hereinafter referred to as the Licensee, witnesseth:

That the licensor has hereby leased and licensed under copyright to the licensee for broadcasting for television purposes, and for broadcasting for such purposes only, the tape/film hereinafter designated.

TITLE or SERIES: : 2

STATION: WTWS-TV

MARKET: HARTFORD/NEW HAVEN

FORMAT: . 1"

LBS COMMUNICATIONS INC.
STATION LICENSE AGREEMENT

PROGRAM: T

DATE: October 7, 1991

LICENSEE: WTWS-TV
216 Broad St.
New London, CT 06320

STATION: WTWS-TV
MARKET: Hartford
CONTACT:

RANK: 23

DISTRIBUTOR: LBS COMMUNICATIONS INC.
875 Third Avenue
New York, NY 10022

TELEVISION EXHIBITION LICENSE AGREEMENT

AGREEMENT made this 9 day of JUNE, 1989,
between Select Media Communications, Inc. a New York corporation
("SM"), having offices at 885 Third Avenue, New York, N.Y., 10022,
and R & R MEDIA CORP ("LICENSEE"), having
offices at 216 Broad Street New London, CT 06320,
the licensee of Station(s) WTWS-TV,
("Station(s)") located in the following geographic area(s) or City(ies)
of Hartford-New Haven, CT ("Territory").

Attachment E
Exhibit No. 5

WTXX-TV Press Release

OCT 22 '92 18:22 CH 20 WTXV WTBV

P.2

Jon London



Counterpoint Communications, Inc.

Press Release

For More Information, Call:

**Thomas A. Gugliotti, ESQ.
SCHATZ & SCHATZ, RIBICOFF & KOTKIN
(203) 722-1410**

**FOR RELEASE ** 9:00PM
October 22, 1992**

**COUNTERPOINT COMMUNICATIONS SEEKS FCC APPROVAL TO ACQUIRE
WTXX-TV OF WATERBURY**

WATERBURY, CONNECTICUT. Counterpoint Communications, Inc., a small, non-profit Connecticut corporation announced today that it plans to acquire the operating assets of WTXX-TV, Channel 20 of Waterbury upon approval of the Federal Communications Commission.

Counterpoint's management is dedicated to providing the Waterbury-Hartford-New Haven market with family, religious and community oriented programming.

In addition, Counterpoint has signed a letter of Intent to enter into an affiliation agreement with the Home Shopping Network, Inc. of St. Petersburg, Florida to present Home Shopping Club programming on Channel 20.

Edward D. Taddel, vice president of Counterpoint, said, "We believe Home Shopping's programming will complement our efforts to bring wholesome family television to our viewers." Home Shopping Network, the nation's original television retailer, airs coast-to-coast and offers viewers the convenience of shopping for quality, discounted merchandise from the comfort of their own homes.

Counterpoint Communications, Inc. was formed approximately 12 years ago to

COUNTERPOINT COMMUNICATIONS SEEKS FCC APPROVAL TO ACQUIRE WTXV-TV
OF WATERBURY

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produce and distribute religious and educational radio and television programming.

Mr. Taddel, of New Haven, has been involved in the broadcast industry since 1947. While he was the executive vice president and part owner of WHAY, a radio station in New Britain, Mr. Taddel helped to organize Channel 6 in New Haven, in 1948, and served as its executive vice president. WNHC-TV, Channel 6 was the first television station in Connecticut and was the predecessor of the current WTNH, Channel 8. Mr. Taddel was a member of a group that acquired WHCT, Channel 18 of Hartford, from CBS. He and his group teamed up with Zenith Corporation and RKO General to launch Channel 18 as the nation's first "subscription TV experiment."

Counterpoint's President, David L. Brewer, Jr., of Tolland, owns PC Integration Services of Newington, a personal computer sales and service business.

Mr. Brewer, stated, "For the past 3 years, Counterpoint has been working to develop an educational and charitable communications system on special FCC frequencies reserved for that purpose." Licenses for such endeavors are referred to as Instructional Television Fixed Service licenses, or ITFS. Mr. Brewer, continued, "As Counterpoint worked toward the launch of the ITFS system, the WTXV opportunity presented itself, and Counterpoint anticipates a smooth acquisition once FCC approval is obtained."

ITFS - Licensed to educational orgs. (in-class)

MDS - Licensed to com. entities

4 channels - line of sight

Attachment F

TV & Cable Factbook, Vol. No. 60 (1992, Cable Volume)

FACTBOOK

The Authoritative Reference for the Television, Cable & Electronics Industries

Published by Warren Publishing, Inc., 2115 Ward Court, N.W., Washington, D.C. 20037

Cable & Services Volume No. **60** 1992 Edition

TURNER BROADCASTING.
ILLUMINATING THE FUTURE OF TELEVISION.



THE NETWORKS OF THE NINETIES.

TNT

CNN

Headline
NEWS

TBS

Cable Systems—Connecticut

NEW FAIRFIELD—See BROOKFIELD, CT.

NEW HARTFORD—See WINCHESTER, CT.

NEW HAVEN—Storer Cable TV of Connecticut Inc., 190 Whalley Ave., New Haven, CT 06511. Phone: 203-865-0429. County: New Haven. Also serves Hamden, West Haven. Population: 240,000. TV Market Ranking: 19. Original franchise award date: January 1, 1963. Franchise expiration date: N.A. Began: January 1, 1964.

Channel capacity: 36 (operating 2-way). Channels available but not in use: N.A.

Basic Service

Subscribers: 67,930 (01/01/90). Programming (received off-air): WEDH (P), WFSB (C), WTIC-TV (F), Hartford; WYIT (N), New Britain; WTNH-TV (A), New Haven; WABC-TV (A), WCBS-TV (C), WNBC-TV (N), WNYW (F), WPIX (I), WWOR-TV (I), New York; WNET (P), New York-Newark; WTXN (I) Waterbury; all-band FM.

Programming (via microwave): WSBK-TV (I) Boston.

Programming (via satellite): Arts & Entertainment; Black Entertainment TV; C-SPAN; CNBC; ESPN; Family Channel; Home Shopping Network; Madison Square Garden Network; MTV; Nickelodeon; The Weather Channel; Turner Network TV; USA Network; Univision.

Current origination: Time-weather; bulletin board; classified ads; public access; educational access; government access; religious access; leased access; local live; public service announcements; local sports.

Fee: \$50.00 installation; \$17.95 monthly; \$2.00 converter; \$16.50 installation; \$4.50 monthly (each additional set).

Pay Service 1

Pay Units: 3,833 (01/01/90). Programming (via satellite): Disney Channel. Fee: \$12.00 monthly.

Pay Service 2

Pay Units: 19,256 (01/01/90). Programming (via satellite): HBO. Fee: \$12.00 monthly.

Pay Service 3

Pay Units: 7,181 (01/01/90). Programming (via satellite): The Movie Channel. Fee: \$12.00 monthly.

Pay Service 4

Pay Units: 8,259 (01/01/90). Programming (via satellite): Showtime. Fee: \$12.00 monthly.

Pay Service 5

Pay Units: 723 (01/01/90). Programming (via satellite): New England Sports Network. Fee: \$12.00 monthly.

Pay Service 6

Pay Units: 1,468 (01/01/90). Programming (via satellite): Sports Channel New England. Fee: \$12.00 monthly.

Pay Service 7

Pay Units: 1,595 (01/01/90). Programming (via satellite): Playboy at Night. Fee: \$12.00 monthly.

Pay-Per-View

Addressable homes: 34,800 (12/22/89). Viewer's Choice. Fee: \$3.95.

Local advertising: Yes. Available in locally originated, taped & automated programming. Rates: \$98.00/Minute; \$49.00/30 Seconds. Local sales manager: Sylvia Sethares.

Program guide: The Cable Guide.

Equipment: Scientific-Atlanta headend; Magnavox amplifiers; Times cable; Sony VTRs; System Concepts character generator; Jerrold set top converters; Jerrold addressable set top converters; Microdyne & Scientific-Atlanta satellite antenna. Miles of plant: 728.6 (coaxial). Homes passed: 104,699.

Manager: Robert Chew. Chief technician: John Bean. Program director: Sylvia Sethares.

State fee: 5% of gross.

Ownership: Storer Cable Communications (MSO).

NEW LONDON—Eastern Connecticut Cable TV Inc., Box 6001, 61 Myrock Ave., Waterford, CT 06385. Phone: 203-442-8525. Counties: New London & Windham. Also serves East Lyme, Griswold, Killingly, Montville, Plainfield, Putnam, Sterling, Waterford. Population: 130,496.

TV Market Ranking: 6 (Killingly, Putnam); 33 (Griswold, Killingly, Plainfield, Putnam, Sterling); Below 100 (East Lyme, Montville, New London, Waterford). Original franchise award date: N.A. Franchise expiration date: January 1, 1991. Began: May 1, 1973.

Channel capacity: 35 (operating 2-way). Channels available but not in use: None.

Basic Service

Subscribers: 41,717 (11/01/91). Programming (received off-air): WBZ-TV (N), WCVB-TV (A), WGBH-TV (P), WSBK-TV (I), Boston; WLVI-TV (I), Cambridge-Boston; WFSB (C), WTIC-TV (F), Hartford; WYIT (N), New Britain; WTNH-TV (A), New Haven; WTWS (I), New London; WEDN (P), Norwich; WJAR (N), WLN (C), WPRI-TV (A), Providence; WTXN (I) Waterbury; 28 FMs.

Programming (via satellite): WTBS (I) Atlanta; WPIX (I) New York; WWOR-TV (I) New York; Arts & Entertainment; CNBC; CNN; Discovery Channel; ESPN; Lifetime; MTV; Nashville Network; Nickelodeon; The Weather Channel; Turner Network TV; Univision; Video Hits One.

Current origination: Time-weather; news ticker; stock ticker; sports ticker; bulletin board; message wheel; public access; educational access; public service announcements.

Fee: \$25.00 installation; \$16.35 monthly; \$10.00 installation, \$3.69 monthly (each additional set).

Pay Service 1

Pay Units: 3,411 (01/31/90). Programming (via satellite): Disney Channel. Fee: \$10.00 installation; \$8.00 monthly.

Pay Service 2

Pay Units: 9,383 (01/31/90). Programming (via satellite): HBO. Fee: \$10.00 installation; \$12.25 monthly.

Pay Service 3

Pay Units: 3,427 (01/31/90). Programming (via satellite): The Movie Channel. Fee: \$10.00 installation; \$10.95 monthly.

Pay Service 4

Pay Units: 3,093 (01/31/90). Programming (via satellite): Showtime. Fee: \$10.00 installation; \$11.40 monthly.

Local advertising: Yes. Available in satellite distributed & locally originated programming.

Program guide: The Cable Guide. Equipment: Scientific-Atlanta headend; Magnavox amplifiers; CommScope, Times, Trilogy cable; Sony VTRs; MSI character generator; Oak set top converters; Jerrold addressable set top converters; Scientific-Atlanta satellite antenna;

Standard Components satellite receivers; ChannelMatic commercial insert. Miles of plant: 939.0 (coaxial); 55.0 (fiber optic). Homes passed: 51,765. Total homes in franchised area: 51,765. Manager: George Blais. Chief technician: Glen Lyon. State fee: 5% of gross. Ownership: Eastern Connecticut Cable TV Inc. (MSO).

NEW MILFORD—New Milford Cablevision Co., 2 East St., New Milford, CT 06776. Phone: 203-355-0937. Fax: 203-354-1347. County: Litchfield. Also serves Bridgewater, Kent, Roxbury, Warren, Washington. Population: 30,337.

TV Market Ranking: 19 (Bridgewater, New Milford, Roxbury, Warren, Washington); Below 100 (Kent). Original franchise award date: March 15, 1974. Franchise expiration date: March 31, 1993. Began: October 19, 1974.

Channel capacity: 42 (plans 2-way). Channels available but not in use: None.

Basic Service

Subscribers: 10,521 (11/24/91). Programming (received off-air): WEDW (P), Bridgeport; WFSB (C), WTIC-TV (F), Hartford; WYIT (N), New Britain; WTNH-TV (A), New Haven; WABC-TV (A), WCBS-TV (C), WNYW (F), WPIX (I), WWOR-TV (I), New York; WNET (P), New York-Newark; WTXN (I) Waterbury; 28 FMs.

Programming (via satellite): American Movie Classics; Arts & Entertainment; C-SPAN; CNBC; CNN; Discovery Channel; Family Channel; Lifetime; MTV; Nashville Network; Nickelodeon; QVC Network; The Weather Channel; Travel Channel; USA Network.

Current origination: Bulletin board; classified ads; public access; public service announcements.

Fee: \$35.00 installation; \$20.95 monthly; \$7.00 monthly (each additional set).

Expanded Basic Service

Subscribers: 4,265 (11/24/91). Programming (via satellite): WTBS (I) Atlanta; Madison Square Garden Network; SportsChannel New York; Turner Network TV. Fee: \$8.50 monthly.

Pay Service 1

Pay Units: 250 (11/24/91). Programming (via satellite): Bravo. Fee: \$6.00 monthly.

Pay Service 2

Pay Units: 1,572 (11/24/91). Programming (via satellite): Cinemax. Fee: \$20.00 installation; \$9.00 monthly.

Pay Service 3

Pay Units: 1,220 (11/24/91). Programming (via satellite): Disney Channel. Fee: \$9.00 monthly.

Pay Service 4

Pay Units: 2,195 (11/24/91). Programming (via satellite): HBO. Fee: \$20.00 installation; \$12.00 monthly.

Pay Service 5

Pay Units: 310 (11/24/91). Programming (via satellite): Playboy at Night. Fee: \$9.00 monthly.

Pay Service 6

Pay Units: 1,140 (11/24/91). Programming (via satellite): Showtime. Fee: \$20.00 installation; \$11.00 monthly.

Pay-Per-View

Addressable homes: 6,964 (11/24/91). Request TV; Request 2; Playboy On Demand. Fee: \$3.95-\$4.95.

Local advertising: Yes. Available in satellite distributed programming. Rates: On request. Local sales manager: Jess Ballew. Program guide: TV Host.

Equipment: Hughes & Scientific-Atlanta headend; Magnavox & Scientific-Atlanta amplifiers; CommScope & Times cable; JVC cameras; Sony VTRs; Video Data Systems character generator; Pioneer & Scientific-Atlanta set top converters; Zenith addressable set top converters; Andrew & Scientific-Atlanta satellite antenna; Scientific-Atlanta satellite receivers.

Miles of plant: 284.0 (coaxial). Additional miles planned: 42.0 (coaxial). Homes passed: 12,975. Total homes in franchised area: 13,828.

Manager: Paul M. Hancock. Chief technician: Robert Sereday. Marketing director: David Elmore.

Ownership: Hancock, Paul M. (MSO); Groel, Campbell C. Jr.; Cross, Henry B. Jr.; Tribuno, Mrs. John L.; Gordon, B. Douglas; Ley, Mary Clark; Ley, Elizabeth C.

NEWINGTON—See MANCHESTER, CT.

NEWTOWN—See BROOKFIELD, CT.

NORFOLK—See SALISBURY, CT.

NORTH BRANFORD—See BRANFORD, CT.

NORTH CANAAN—See SALISBURY, CT.

NORTH HAVEN—See BRANFORD, CT.

NORTH STONINGTON—See GROTON, CT.

NORTHFIELD—See LITCHFIELD, CT.

NORTHFORD—See BRANFORD, CT.

NORWALK—See FAIRFIELD COUNTY, CT.

NORWICH—Century Norwich Corp., One Hilltop Rd., Norwich, CT 06360. Phone: 203-889-5505. County: New London. Also serves Bozrah, Colchester, Franklin, Lisbon, Preston, Sprague. Population: N.A. (area served).

TV Market Ranking: 19 (Bozrah, Colchester, Franklin, Norwich, Sprague); 33 (Lisbon, Preston). Original franchise award date: N.A. Franchise expiration date: N.A. Began: December 28, 1975.

Channel capacity: 36 (operating 2-way). Channels available but not in use: 3.

Basic Service

Subscribers: 17,700 (01/01/90). Programming (received off-air): WBZ-TV (N), WCVB-TV (A), WGBH-TV (P), WSBK-TV (I), Boston; WLVI-TV (I), Cambridge-Boston; WFSB (C), WTIC-TV (F), Hartford; WYIT (N), New Britain; WTNH-TV (A), New Haven; WTWS (I), New London; WEDN (P), Norwich; WJAR (N), WLN (C), WPRI-TV (A), Providence; WTXN (I) Waterbury; 18 FMs.

Programming (via satellite): WPIX (I) New York; CNBC; CNN. Current origination: Time-weather; news ticker; stock ticker; sports ticker; educational access; local live; public service announcements.

Fee: \$25.00 installation; \$12.50 monthly.

Expanded Basic Service

Subscribers: 3,540 (01/01/88).

CERTIFICATE OF SERVICE

I, Marilyn Phillips, hereby certify that on this 21st day of December, 1992, a copy of the foregoing PETITION FOR RULEMAKING was hand delivered to the following:

Roy J. Stewart
Federal Communications Commission
1919 M Street, N.W., Room 314
Washington, D.C. 20554

Douglas W. Webbink
Federal Communications Commission
2025 M Street, N.W., Room 8010
Washington, D.C. 20554

Bruce A. Romano
Federal Communications Commission
2025 M Street, N.W., Room 8010
Washington, D.C. 20554


Alan E. Aronowitz
Federal Communications Commission
2025 M Street, N.W., Room 8002
Washington, D.C. 20554

Marilyn Phillips

CERTIFICATE OF SERVICE

I, Pamela R. McKethan, hereby certify that on this 4th day of January, 1993, a copy of the foregoing **COMMENTS OF R&R MEDIA CORPORATION** was hand delivered to:

Mr. Jonathan D. Levy
Federal Communications Commission
1919 M Street, N.W., Room 822
Washington, D.C. 20554



Pamela R. McKethan